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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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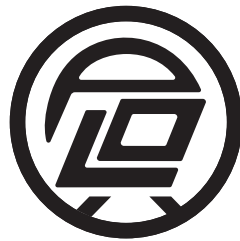
**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Perfect Optronics Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of **Perfect Optronics Limited** collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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**Perfect Optronics Limited**  
**圓美光電有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8311)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Perfect Optronics Limited to be held at Room A, 10/F., Two Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong (Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, with effect from 31 March 2014) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at <http://www.perfect-optronics.com>.

28 March 2014

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Room A, 10/F., Two Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company adopted on 20 January 2014 and as amended from time to time
“Board”	the board of Directors
“Company”	Perfect Optronics Limited (圓美光電有限公司), a company incorporated in the Cayman Islands on 13 June 2013 as an exempted company with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2014, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 6 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong)
“Securities Ordinance”	the repealed Securities Ordinance (Cap. 333 Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares

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## DEFINITIONS

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“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



**Perfect Optronics Limited**  
**圓美光電有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8311)**

*Executive Directors:*

Mr. Cheng Wai Tak  
Mr. Cheng Cheung Wai  
Mr. Liu Ka Wing

*Independent Non-executive Directors:*

Mr. Wong Yik Chung John  
Mr. Wong Chi Chiu  
Mr. Li Shui Yan

*Registered Office:*

Clifton House,  
75 Fort Street, PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

Flat 905, 9/F, Tower B  
Hung Hom Commercial Centre  
No. 37 Ma Tau Wai Road  
Kowloon, Hong Kong

28 March 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of retiring Directors; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### SHARE ISSUE MANDATE

On 20 January 2014, an ordinary resolution was passed by the then sole Shareholder to give a general unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,320,000,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 264,000,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 5 and 7 respectively of the notice of the AGM.

### SHARE REPURCHASE MANDATE

On 20 January 2014, an ordinary resolution was passed by the then sole Shareholder to give a general unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,320,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 132,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, namely Mr. Cheng Wai Tak, Mr. Cheng Cheung Wai, Mr. Liu Ka Wing, Mr. Wong Yik Chung John, Mr. Wong Chi Chiu and Mr. Li Shui Yan.

In accordance with the Article 112 of the Articles of Association, Mr. Cheng Wai Tak, Mr. Cheng Cheung Wai, Mr. Liu Ka Wing, Mr. Wong Yik Chung John, Mr. Wong Chi Chiu and Mr. Li Shui Yan will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of retiring Directors. The notice of the AGM is set out on pages 15 to 19 of this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 72 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong (Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, with effect from 31 March 2014) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

### RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board  
**Perfect Optronics Limited**  
**Cheng Wai Tak**  
*Chairman*



*This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.*

## **1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

Exercise in full of the Share Repurchase Mandate, on the basis of 1,320,000,000 Shares in issue at the Latest Practicable Date, would result in up to 132,000,000 Shares (which will be fully paid and represent 10 per cent. of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

## **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

## **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of the Association and all applicable laws of the Cayman Islands in force from time to time.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate.

As at the Latest Practicable Date, Mr. Cheng Wai Tak through Winful Enterprises Limited, a company which is beneficially owned by Mr. Cheng Wai Tak, was beneficially interested in 990,000,000 Shares, representing 75% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the shareholding of Mr. Cheng Wai Tak would be increased to approximately 83.33% of the issued share capital of the Company.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public shareholding. However, the Directors have no current intention to exercise the Share Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

#### 5. SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

#### 6. SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during the each of the previous months since 7 February 2014 (the date of listing of the Shares on GEM) to the Latest Practicable Date were as follow:

	Shares	
	Highest Traded Price	Lowest Traded Price
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
February	0.96	0.45
March (up to the Latest Practicable Date)	1.45	0.77

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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*The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:*

### **Mr. Cheng Wai Tak**

Mr. Cheng Wai Tak, aged 44, was appointed as Director on 13 June 2013. He is the chairman of the Board, Chief Executive Officer and Executive Director of the Company. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company. He is also a founder of the Group. He has been in the business of trading TFT-LCD components for over 10 years and has established close relationships with various suppliers. He is responsible for formulating the Group's overall strategic planning and development, and management of the Group's business. He obtained his bachelor of science in combined sciences in mathematical science degree from The Hong Kong Baptist College in December 1993. Prior to founding the Group, He worked for S.A.S. Electronic Co. Ltd. from March 1994 to April 1999. His last position with S.A.S. Electronic Co. Ltd. was assistant sales manager.

As at the Latest Practicable Date, Mr. Cheng has corporate interest in 990,000,000 Shares held by Winful Enterprises Limited, the entire issued share of which is legally and beneficially owned by Mr. Cheng. Save as disclosed above, Mr. Cheng did not have any interest in Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cheng has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

Mr. Cheng entered into a service contract with the Company for an initial fixed term of 3 years from 7 February 2014, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a salary of HK\$3,960,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Cheng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Mr. Cheng Cheung Wai**

Mr. Cheng Cheung Wai, aged 42, joined the Group in 2005 and was appointed as an Executive Director on 18 June 2013 and is responsible for the Group's sales and marketing; supervising our Group's technical support function. He obtained his bachelor of engineering in electronic engineering degree from The Hong Kong Polytechnic University

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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in November 1996. He has about 22 years of experience in the field of electronic engineering. He served as a technician in UDC Research Ltd. in October 1990 until December 1995. Then, he joined Le Sonic Systems Ltd. from July 1996 until June 1997 as product sales engineer. From June 1997 to January 2004, he was the assistant product planning & marketing manager of Sino Wealth Microelectronics Corp. Ltd.

Save as disclosed above, Mr. Cheng has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Cheng did not have any interest in Share within the meaning of Part XV of the SFO.

Mr. Cheng entered into a service contract with the Company for an initial fixed term of 3 years from 7 February 2014, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a salary of HK\$360,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Cheng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Mr. Liu Ka Wing**

Mr. Liu Ka Wing, aged 41, was appointed as an Executive Director on 18 June 2013 and is responsible for overseeing the Group's administrative functions, financial management and compliance issue; and assisting in the management of the Group's business. He has also been the financial controller of the Group since November 2008 overseeing the financial and accounting issues of the Group. He obtained a diploma in accountancy from Sha Tin Technical Institute of Vocational Training Council in August 1993 and was awarded certificate stage examinations in June 1996 by the Association of Chartered Certified Accountants. He has about 20 years of experience in accounting. He worked with T.K. Tong & Co. from the period of November 1993 to April 1997. Thereafter he worked as an assistant accountant in International Airline Passengers Association (Far East) Ltd. from October 1997 until May 2005. In March 2006, he joined Priority Pass (A.P.) Limited and served as an accountant responsible for general accounting functions and maintaining full sets of books until November 2008.

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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Save as disclosed above, Mr. Liu has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Liu did not have any interest in Share within the meaning of Part XV of the SFO.

Mr. Liu entered into a service contract with the Company for an initial fixed term of 3 years from 7 February 2014, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a salary of HK\$600,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Liu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Mr. Wong Yik Chung John**

Mr. Wong Yik Chung John, aged 47, was appointed as an Independent Non-executive Director on 20 January 2014 and is responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. He graduated from the University of Melbourne, Australia with a degree of bachelor of commerce in January 1992. He was a member of the Australian Society of Certified Practising Accountants (“CPA Australia”) in February 1992 and was admitted as an associate of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) in April 1997. He currently has not renewed his memberships with CPA Australia or HKICPA. He also obtained the Certificate of Completion for Senior Management of Listed Companies (上市公司高級管理人員培訓結業證) issued by the Shenzhen Stock Exchange in November 2011. He has more than 20 years of experience in auditing and corporate finance work. He had previously served at PricewaterhouseCoopers, Arthur Anderson & Co. SC., Ernst & Young, Deloitte & Touche Corporate Finance Limited, Vantage Consulting Group and TMF Group (China). He also holds various directorships in Hong Kong listed companies. He has been an independent non-executive director of EcoGreen Fine Chemicals Group Limited (stock code: 2341) since February 2004; Golden Resources Development International Limited (stock code: 677) since September 2004; Beijing North Star Company Limited (stock code: 588) since May 2009; and Biosino Bio-Technology and Science Incorporation (stock code: 8247) since May 2011. He has also been an independent director of companies listed on the Shenzhen Stock Exchange, including Western Securities Co. Ltd. (Shenzhen Stock Exchange: 002673) since December 2007 and Yang Guang Co. Ltd (Shenzhen Stock Exchange: 000608) since

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## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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November 2008. He also held directorships in foreign listed companies. He was an independent director of CDW Holding Limited (Main Board of Singapore Exchange Limited: D38), a company listed on the Main Board of Singapore Exchange Limited, from August 2004 to December 2011; and General Steel Holdings Inc. (New York Stock Exchange, Inc.: GSI), a company listed on the New York Stock Exchange, Inc., from August 2005 to July 2010.

Save as disclosed above, Mr. Wong has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Wong did not have any interest in Share within the meaning of Part XV of the SFO.

Mr. Wong entered into an appointment letter with the Company for a term of 3 years from 7 February 2014, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, he is entitled to a director's fee of HK\$120,000 per annum, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Wong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Mr. Wong Chi Chiu**

Mr. Wong Chi Chiu, aged 43, was appointed as an Independent Non-executive Director on 20 January 2014 and is responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. He obtained a degree of bachelor of engineering in electrical engineering from The Hong Kong Polytechnic University in November 1993. He further received his master of science in engineering (building services engineering) degree from The University of Hong Kong in December 2004. He was registered as a chartered engineer (CEng) at the Engineering Council in April 1998 and was registered as a registered professional engineer in electrical discipline at the Engineers Registration Board in July 1999. He has been a member of The Institution of Engineering and Technology since February 1998 and the Hong Kong Institution of Engineers since May 1998. He has about 22 years of experience in the engineering industry. From June 1993 to February 1995, he worked with Parsons Brinckerhoff (Asia) Ltd. ("Parsons") and his last position was an engineer. He then joined FTB Tooling & Engineering Ltd, a subsidiary of FTB Packaging Limited, as an electrical engineer in February 1995 until July 1996. Thereafter, he worked with Parsons until August 2009 and his last position in Parsons was senior associate. After his tenure with Parsons, he joined Evergo Holdings (China) Company Limited in August 2009 and his last position was

senior building services manager (China) when he left in October 2012. Currently, he has been the manager under Hang Lung (Administration) Limited, a subsidiary of Hang Lung Group, since January 2013.

Save as disclosed above, Mr. Wong has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Wong did not have any interest in Share within the meaning of Part XV of the SFO.

Mr. Wong entered into an appointment letter with the Company for a term of 3 years from 7 February 2014, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, he is entitled to a director's fee of HK\$120,000 per annum, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Wong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **Mr. Li Shui Yan**

Mr. Li Shui Yan, aged 44, was appointed as an Independent Non-executive Director on 20 January 2014 and is responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of the Company. He is also a member of the audit committee and nomination committee of the Company. He obtained a degree of bachelor of business administration from National Chengchi University in Taiwan in June 1994. He has more than 17 years of experience in corporate finance. He was a dealer's representative and an investment representative from October 1995 to May 2001 and an investment advisor from May 2001 to March 2003 under the Securities Ordinance. From June 1995 to March 2001, he worked with TIS Taiwan International Securities (HK) Limited and his last position was senior manager. He was also the managing director and responsible officer of Cinda International Capital Limited (transferred to Cinda (BVI) Limited in December 2001) from March 2001 to July 2011. Currently, he has been the managing director and responsible officer of Messis Capital Limited since October 2011.

Save as disclosed above, Mr. Li has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.



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**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED**

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As at the Latest Practicable Date, Mr. Li did not have any interest in Share within the meaning of Part XV of the SFO.

Mr. Li entered into an appointment letter with the Company for a term of 3 years from 7 February 2014, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, he is entitled to a director's fee of HK\$120,000 per annum, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



**Perfect Optronics Limited**  
**圓美光電有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8311)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Perfect Optronics Limited (the “**Company**”) will be held at Room A, 10/F., Two Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong on Wednesday, 30 April 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2013 and the report of the directors and the independent auditor’s report.
2. To declare a final dividend of HK1.5 cents per share for the year ended 31 December 2013.
3. (A) To re-elect the following retiring directors of the Company (the “**Directors**”):
  - (i) To re-elect Mr. Cheng Wai Tak as executive Director;
  - (ii) To re-elect Mr. Cheng Cheung Wai as executive Director;
  - (iii) To re-elect Mr. Liu Ka Wing as executive Director;
  - (iv) To re-elect Mr. Wong Yik Chung John as independent non-executive Director;
  - (v) To re-elect Mr. Wong Chi Chiu as independent non-executive Director;
  - (vi) To re-elect Mr. Li Shui Yan as independent non-executive Director; and(B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company by way of ordinary business:

### ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this Resolution,

“**Relevant Period**” means the period from the passing of this Resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution;
- and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution, until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”
7. “**THAT** subject to the passing of ordinary resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 6 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

By Order of the Board  
**Perfect Optronics Limited**  
**Cheng Wai Tak**  
*Chairman*

Hong Kong, 28 March 2014

**Notes:**

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong (Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, with effect from 31 March 2014) not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 25 April 2014 to Wednesday, 30 April 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East,

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## NOTICE OF ANNUAL GENERAL MEETING

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Hong Kong (Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, with effect from 31 March 2014) for registration no later than 4:30 p.m. on Thursday, 24 April 2014.

4. The register of members of the Company will be closed from Friday, 9 May 2014 to Monday, 12 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong (Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, with effect from 31 March 2014) for registration no later than 4:30 p.m. on Thursday, 8 May 2014.
5. With regard to resolution no. 3(A) set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 28 March 2014.
6. In connection with the proposed share repurchase mandate under ordinary resolution no. 6, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 28 March 2014.
7. As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Cheng Wai Tak, Mr. Cheng Cheung Wai and Mr. Liu Ka Wing and three independent non-executive Directors, namely, Mr. Wong Yik Chung John, Mr. Wong Chi Chiu and Mr. Li Shui Yan.